

WHILE EEGO LUESING CORPORATION

February 25, 1983

RECORDATION ROLLS 2 FORCE MES

FEB 2 8 1983 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

The Honorable Agatha L. Mergenovich Secretary Interstate Commerce Commission Washington, D.C. 20423

Dear Madam Secretary:

On January 28, 1981, the corporate name of Wells Fargo Transport Leasing Corporation, a California corporation ("WFTLC"), was changed to Wells Fargo Capital Leasing Corporation ("WFCLC"). A certified copy of the Restated Articles of Incorporation effecting this change of name (among other changes) is attached hereto as Exhibit A.

On July 31, 1982, WFCLC was merged into its parent, Wells Fargo Leasing Corporation, also a California corporation ("WFLC"). A certified copy of the Certificate of Ownership effecting this merger is attached as Exhibit B. Upon the effectiveness of this merger and by operation of law, the separate existence of WFCLC ceased and WFLC succeeded to all the rights and property of WFCLC and became subject to all the debts and liabilities of WFCLC.

Exhibit C hereto sets forth the instruments filed and recorded with the Commission to which WFCLC (formerly WFTLC) is a party. We would appreciate your cross-referencing all of the filings set forth therein to indicate that WFLC is successor by merger to WFCLC (formerly WFTLC). Twelve copies of this letter and its exhibits are enclosed for filing with the Commission, so that one copy may be placed in each of the ten Commission files noted on Exhibit C and two copies may be returned to Mr. Charles T. Kappler of Alvord and Alvord, who will be filing this letter on our behalf.

Also enclosed is our check for \$100.00 in payment of the Commission's fee of \$10.00 for each cross-referencing.

Very truly yours,

WELLS FARGO LEASING CORPORATION

By

Robert F. Darling Senior Vice President, General Counsel and Assistant Secretary

STATEMENT

I, ROBERT F. DARLING, Senior Vice President, General Counsel and Secretary of Wells Fargo Capital Leasing Corporation, a California corporation, formerly known as Wells Fargo Transport Leasing Corporation, until July 31, 1982 when it was merged into Wells Fargo Leasing Corporation, a California corporation, of which I am now Senior Vice President, General Counsel and Assistant Secretary, am authorized to and do state that the facts set forth in my letter of February 25, 1983, to which this statement is attached, are true and correct.

Robert F. Darling

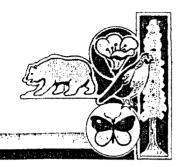
ACKNOWLEDGEMENT

On this 25th day of February, 1983, before me personally appeared Robert F. Darling, to me personally known, who, being by me duly sworn, says that he is Senior Vice President, General Counsel and Assistant Secretary of Wells Fargo Leasing Corporation and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Dennis A. Riedle Notary Public

(Notarial Seal)



State Of California OFFICE OF THE SECRETARY

I, MARCH FONG EU, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

> IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

> > FEB 2 - 1981



March Foreg Eu

Secretary of State

WELLS FARGO TRANSPORT LEASING CORPORATION

ENDORSED FILED

In the office of the Secretary of State of the State of California

JAN 28 1981

RESTATED ARTICLES OF INCORPORATION

MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

Theodore J. Rogenski and Robert F. Darling certify that:

- 1. They are the president and secretary, respectively, of WELLS FARGO TRANSPORT LEASING CORPORATION, a California corporation.
- 2. The articles of incorporation of this corporation are amended and restated to read as follows:

Ι

The name of this corporation is WELLS FARGO CAPITAL LEASING CORPORATION.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is two hundred thousand (200,000).

IV

This corporation elects to be governed by all of the provisions of the General Corporation Law effective January 1, 1977 not otherwise applicable to it under Chapter 23 thereof.

3. The foregoing amendment and restatement of articles of incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 30,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

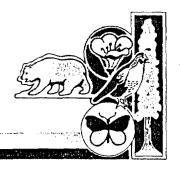
Theodore J. Rogerski, Fresident

Robert F. Darling, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge. Executed at San Francisco, California, on January 23, 1981.

Theodore J. Rogenski

Robert F. Darling



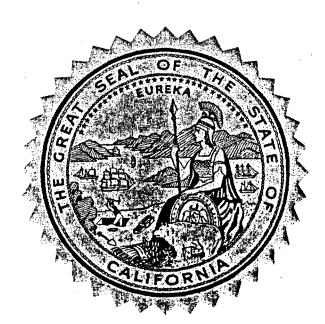
State Of California OFFICE OF THE SECRETARY OF STATE

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That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

> IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

> > AUG 2 1982



March Foreg Eu

Secretary of State

ENDORSED

In the office of the Secretary of State of the State of California

JUL3 1 1982

MARCH FONG EU, Secretary of State

By BILL HOLDEN
Deputy

THEODORE J. ROGENSKI and ROBERT F. DARLING certify that:

1. They are the President and the Assistant Secretary, respectively, of WELLS FARGO LEASING CORPORATION, a California corporation.

CERTIFICATE OF OWNERSHIP

- 2. WELLS FARGO LEASING CORPORATION owns 100% of the outstanding shares of WELLS FARGO CAPITAL LEASING CORPORATION, a California corporation.
- 3. The Board of Directors of WELLS FARGO LEASING CORPORATION has adopted the following resolutions by unanimous written consent:

RESOLVED, that under Section 1110 of the California Corporations Code the Corporation merge WELLS FARGO CAPITAL LEASING CORPORATION into itself and assume all of the obligations of WELLS FARGO CAPITAL LEASING CORPORATION.

FURTHER RESOLVED, that the Chairman of the Board, the President, or any Senior Vice President, and the Secretary or any Assistant Secretary of the Corporation are authorized and directed to execute, verify (by their declaration under penalty of perjury or otherwise) and file at an appropriate time a Certificate of Ownership under Section 1110 of the California Corporations Code, and to take all other action considered necessary and proper to consummate the merger.

4. The effective date of the merger described above shall be July 31, 1982.

President/

Robert F. Darling
Assistant Secretary

Each of the undersigned declares under the penalty of perjury that the statements in the above Certificate are true of his or her own knowledge, and that this declaration was executed on July $\underline{22}$, 1982 at San Francisco, California.

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EHHIBIT &

LEVERAGED LEASE OF RAILROAD EQUIPMENT

LESSEE: Chicago And Illinois Western Railroad

LEASE NO. 3500428

LESSOR: Wells Fargo Transport Leasing Corporation

TITLE AND DATE OF RECORDED DOCUMENTS

Lease of Railroad Equipment dated October 24, 1975, between Hartford National Bank and Trust Company as Trustee for Wells Fargo Transport Leasing Corporation and Chicago and Illinois Western Railroad

DATE AND TIME OF FILING WITH ICC ICC RECORDATION NO. -

> October 23, 1975 1:30 p.m. #8088

LEASE OF RAILROAD EQUIPMENT

LESSEE: GREEN BAY & WESTERN RAILROAD COMPANY

LEASE NO. 3500014

LESSOR:

WELLS FARGO TRANSPORT LEASING CORPORATION

TITLE AND DATE OF RECORDED DOCUMENTS

DATE AND TIME OF FILING WITH ICC ICC RECORDATION NO.

Equipment Lease Agreement dated January 17, 1975, between Wells Fargo Transport Leasing Corporation and Green Bay and Western Railroad Company. January 20, 1975, 3:45 p.m. #7780

LESSEE: Portland General Electric Company

LEASE NO. 3135100

LESSOR: Wells Fargo Transport Leasing Corporation

TITLE AND DATE OF RECORDED DOCUMENTS

Equipment Lease dated October 1, 1978, between WFTLC, Lessor, and Portland General Electric Company, Lessee

Security Agreement - Trust Deed dated Ocober 1, 1978, from WFTLC, Debtor, to The Connecticut Bank and Trust Company, Secured Party

DATE AND TIME OF FILING WITH ICC ICC RECORDATION NO.

February 28, 1979 4:35 p.m. #10163

February 28, 1979 4:35 p.m. \$10163 A

LESSEE: Consumers Power Company

LEASE NO. 3143609

LESSOR:

Wells Fargo Transport Leasing Corporation

TITLE AND DATE OF RECORDED DOCUMENTS

DATE AND TIME OF FILING WITH ICC ICC RECORDATION NO.

Security Agreement - Trust Deed dated January 10, 1979, from WFTLC, Debtor, to The Connecticut Bank and Trust Company and Donald E. Smith, as Security Trustees, Secured Party July 9, 1979 11:45 a.m. #10607

Equipment Lease dated January 10, 1979, between WFTLC, Lessor, and Consumers Power Company, Lessee

March 30, 1979 10:50 a.m. #10240

Lease Supplement No. 1 dated February 23, 1979, between WFTLC, Lessor, and Consumers Power Company, Lessee March 30, 1979 10:50 a.m. \$10240A

LESSEE: INDIANA FARM BUREAU COOPERATIVE ASSOCIATION, INC.

LESSOR: WELLS FARGO TRANSPORT LEASING CORPORATION

as Trustee

TITLE AND DATE OF RECORDED DOCUMENTS	DATE AND TIME OF FILING WITH ICC ICC RECORDATION NO.		
Equipment Lease dated as of March 15, 1979, between The Connecticut Bank & Trust Company as Lessor and Indiana Farm Bureau Cooperative Association, Inc. as Lessee	June 29, 1979 #10 <i>5</i> 60	4:10 p.m.	
Trust Indenture dated as of November 2, 1978 between The Connecticut Bank & Trust Company as Owner Trustee and First Security Bank of Utah, N.A. as Trustee	February 12, 1979 #10084-A	2:10 p.m.	
Supplemental Indenture dated as of March 15, 1979, between The Connecticut Bank & Trust Company as Owner Trustee and First Security Bank of Utah, N.A.	June 29, 1979 #10084-D	4:10 p.m.	

LESSEE: THE PILLSBURY COMPANY

LEASE NO. 3506615

LESSOR: WELLS FARGO TRANSPORT LEASING CORPORATION

TITLE AND DATE OF RECORDED DOCUMENTS	DATE AND TIME OF FILING WITH ICC ICC RECORDATION NO.		
Equipment Lease dated as of April 1, 1979 between First Security Bank of Utah, N.A. as as Lessor and The Pillsbury Company as Lessee	May 25, 1979 #10398	1:05 p.m.	
Trust Indenture dated as of October 31, 1978, between First Security Bank of Utah, N.A. as Owner Trustee and United States Trust Company of New York as Trustee	May 25, 1979 #10398-A	1:05 p.m.	
Supplemental Inenture dated as of April 1, 1979, between First Security Bank of Utah, N.A. as Owner Trustee and United States Trust Company of New York as Trustee	May 25, 1979 #10398-B	1:05 p.m.	

LESSEE: United States Rail Services, Inc.

LEASE NO. 3169505

LESSOR: Wells Fargo Capital Leasing Corporation

TITLE	AND	DATE	OF	RECORDED	
DOCUMENTS					

DATE AND TIME OF FILING WITH ICC ICC RECORDATION NO.

Equipment Lease dated as of July 1, 1981, between WFCLC as Lessor and United States Rail Services, Inc., as Lessee

July 31, 1981 12:20 p.m. #13209

Agreement of Assignment and Assumption dated as of July 8, 1981, among United States Rail Services, Inc., United States Lease Financing, Inc., and Corn Products, a unit of CPC International, Inc. July 31, 1981 12:20 p.m. #13209 C

Statement of New Mark and Numbers

December 18, 1981 2:30 p.m. #13209 D

Assignment of Lease and Security Agreement dated December 15, 1981, executed by United States Rail Services, Inc. December 18, 1981 2:30 p.m. #13209 E

Security Agreement dated as of July 1, 1981, from WFCLC, Debtor, to Chemical Business Credit Corp., Secured Party. July 31, 1981 12:20 p.m. #13210

Statement of New Mark and Numbers

December 18, 1981 2:30 p.m. #13210 A

Assignment of Lease and Security Agreement dated December 15, 1981, executed by United States Rail Services, Inc. December 18, 1981 2:30 p.m. 13210 B